

**New Jersey Public Broadcasting Authority
Meeting of the Board of Commissioners**

**June 30, 2009 4:00 p.m.
NJN Studio, Trenton, NJ**

MINUTES

Steven C. Fiske, M. D. FACP FACG, Acting Chair, Presiding
NJPBA Two Hundred Forty-Sixth Meeting

Minutes of the meeting of the New Jersey Public Broadcasting Authority ("NJPBA") held at the board room in the NJN Studios, 25 South Stockton Street, Trenton, New Jersey on June 30, 2009 at 4:00 p.m.

I. Call to Order – Open Public Meeting Notice, *Dr. Steven Fiske, Acting Chair, NJPBA*

Acting Chair Dr. Steven Fiske called the meeting to order. Dr. Fiske called on Judy Goetz to read the Open Public Meetings Act statement as follows: In accordance with the provisions of the Open Public Meetings Act of the State of New Jersey, notice of this meeting was filed with the Office of the Secretary of State, posted on the appropriate bulletin boards maintained for such purposes by the Authority, and distributed by press release to daily newspapers in New Jersey.

Dr. Steven Fiske then requested a roll call. Commissioners present and participating at the meeting were Dr. Steven Fiske, Acting Chair (via phone); Stephanie Hoopes Halpin (via phone); Andrea Cummis (via phone); Ed Carman, Department of Community Affairs (on behalf of Commissioner, Joseph Doria) (via phone); Robert Smartt, Ethics Liaison Officer, Department of the Treasury (on behalf of State Treasurer R. David Rousseau) (via phone); David Wald, Communications Director, Department of Law and Public Safety (via phone) (on behalf of Attorney General Anne Milgram). Also participating were Joseph Donohue, Assistant State Treasurer, (via phone); Kavin K. Mistry, Deputy Attorney General; Kent Manahan Acting Executive Director, NJPBA (via phone); Janice Selinger, NJPBA Acting Chief Operating Officer; Beatrice Jones, NJPBA Financial Manager; Sam Braun, NJPBA Controller; Bill Schnorbus, Deputy Executive Director of Engineering; Ronnie Weyl, Foundation Acting COO/Senior Vice President Public Affairs and several NJPBA staff and special guests – Judy Goetz (taking minutes), Mary Kate Maloney, Kathy Budd, Jill Hargrave.

Acting Chair Dr. Fiske thanked everyone for participating in the meeting.

II. Approval of Minutes

Stephanie Hoopes Halpin made a motion to approve the minutes of the March 10, 2009 NJPBA Board of Commissioners meeting. Andrea Cummis seconded the motion. The minutes were approved unanimously.

Robert Smartt made a motion to approve the minutes of the March 27, 2009 NJPBA Board of Commissioners meeting. Dr. Steven Fiske seconded the motion. The minutes were approved unanimously.

III. Resolution Approving the Appointment of Bernard Flynn as Trustee of the NJN Foundation.

Dr. Fiske asked Ms. Goetz to read the resolution:

RESOLUTION APPOINTING A TRUSTEE TO THE FOUNDATION FOR NEW JERSEY PUBLIC BROADCASTING

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (N.J.S.A. 48:23-1 et seq.)(the “Act”);

WHEREAS, N.J.S.A. 48:23-14, the Commissioners of the Authority shall select a majority of the Board of Trustees of the Foundation for New Jersey Public Broadcasting (the “NJN Foundation”);

WHEREAS, due to a resignation, a vacancy now exists on the Board of Trustees of the NJN Foundation; and

WHEREAS, the Commissioners of the Authority wish to appoint Bernard M. Flynn, Esq. to the Board of Trustees of the NJN Foundation to fill this vacancy and to serve the remaining term of this appointment to the Board of Trustees of the NJN Foundation expiring on October 1, 2011.

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Commissioners of the Authority hereby appoint Bernard M. Flynn, Esq. to the Board of Trustees of the Foundation for New Jersey Public Broadcasting (the “NJN Foundation”) to serve the remaining unexpired term ending on October 1, 2011. Mr. Flynn will serve on the Board of Trustees for the NJN Foundation until his successor is duly appointed and qualified.

2. This resolution shall take effect immediately in accordance with the Act.

A motion to approve the resolution was made by Ed Carman and seconded by Stephanie Hoopes-Halpin. The motion to approve the resolution was voted upon and approved unanimously.

IV. Resolution Approving the Appointment of Gwendolyn Harris as Trustee of the NJN Foundation.

Dr. Fiske asked Ms. Goetz to read the resolution:

RESOLUTION APPOINTING A TRUSTEE TO THE FOUNDATION FOR NEW JERSEY PUBLIC BROADCASTING

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (N.J.S.A. 48:23-1 et seq.)(the “Act”);

WHEREAS, N.J.S.A. 48:23-14, the Commissioners of the Authority shall select a majority of the Board of Trustees of the Foundation for New Jersey Public Broadcasting (the “NJV Foundation”);

WHEREAS, due to a resignation, a vacancy now exists on the Board of Trustees of the NJN Foundation; and

WHEREAS, the Commissioners of the Authority wish to appoint Gwendolyn L. Harris to the Board of Trustees of the NJN Foundation to fill this vacancy and to serve the remaining term of this appointment to the Board of Trustees of the NJN Foundation expiring on October 1, 2011.

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Commissioners of the Authority hereby appoint Gwendolyn L. Harris to the Board of Trustees of the Foundation for New Jersey Public Broadcasting (the “NJV Foundation”) to serve the remaining unexpired term ending on October 1, 2011. Ms. Harris will serve on the Board of Trustees for the NJN Foundation until his successor is duly appointed and qualified.

2. This resolution shall take effect immediately in accordance with the Act.

A motion to approve the resolution was made by Robert Smartt and seconded by Dr. Fiske. The motion to approve the resolution was voted upon and approved unanimously.

V. Resolution Approving the Appointment of Tricia Russo as Trustee of the NJN Foundation.

Dr. Fiske asked Ms. Goetz to read the resolution:

RESOLUTION APPOINTING A TRUSTEE TO THE FOUNDATION FOR NEW JERSEY PUBLIC BROADCASTING

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (N.J.S.A. 48:23-1 et seq.)(the “Act”);

WHEREAS, N.J.S.A. 48:23-14, the Commissioners of the Authority shall select a majority of the Board of Trustees of the Foundation for New Jersey Public Broadcasting (the “NJN Foundation”);

WHEREAS, due to a resignation, a vacancy now exists on the Board of Trustees of the NJN Foundation; and

WHEREAS, the Commissioners of the Authority wish to appoint Tricia Russo to the Board of Trustees of the NJN Foundation to fill this vacancy and to serve the remaining term of this appointment to the Board of Trustees of the NJN Foundation expiring on October 1, 2011.

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Commissioners of the Authority hereby appoint Tricia Russo to the Board of Trustees of the Foundation for New Jersey Public Broadcasting (the “NJN Foundation”) to serve the remaining unexpired term ending on October 1, 2011. Ms. Russo will serve on the Board of Trustees for the NJN Foundation until her successor is duly appointed and qualified.

2. This resolution shall take effect immediately in accordance with the Act.

A motion to approve the resolution was made by Dr. Fiske and seconded by Andrea Cummis. The motion to approve the resolution was voted upon and approved unanimously.

VI. Resolution Rescinding the June 29, 2006 Resolution Authorizing the Relocation of the WNJB-DT Transmitter to 4 Times Square.

Dr. Fiske asked Ms. Goetz to read the resolution:

RESOLUTION RESCINDING THE JUNE 29, 2006 RESOLUTION AUTHORIZING THE RELOCATION OF THE WNJB-DT TRANSMITTER TO 4 TIMES SQUARE

WHEREAS, the New Jersey Public Broadcasting Authority (the “Authority”) was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the “Act”);

WHEREAS, pursuant to Section 7 of the Act, the Authority is authorized to establish, own and operate noncommercial educational television or radio broadcasting stations, one or more public broadcasting and public broadcasting telecommunications networks or systems, and interconnection and program production facilities;

WHEREAS, on June 29, 2006, the Commissioners of the Authority, by resolution, approved the relocation of the WNJB-DT transmitter to 4 Times Square, New York, New York;

WHEREAS, based on the current circumstances and needs of the Authority, the Commissioners of the Authority wish to rescind the authorization and delegation approved and set forth

in the June 29, 2006 resolution of the Commissioners of the Authority authorizing and delegating to the Executive Director to take the necessary actions, including filing applications and documentation with the Federal Communications Commission ("FCC") and entering into lease negotiations with Four Times Square Associates L.L.C for the purposes of moving and operating the WNJB-DT transmitter at 4 Times Square;

WHEREAS, the Commissioners of the Authority also wish to rescind the authorization and delegation approved and set forth in the June 29, 2006 resolution of the Commissioners of the Authority authorizing and delegating to the Executive Director to take the necessary actions to enter into an agreement with ABC, Inc. as a settlement to their request for a Waiver of Interference relating to WNJB-DT;

WHEREAS, as a result of the wish of the Commissioners of the Authority to rescind the June 29, 2006 resolution and the authorization and delegations set forth therein, the Commissioners of the Authority wish to authorize and delegate to the Executive Director to take the necessary actions to file with the FCC the necessary applications and documentation to oppose the filing of ABC, Inc. with respect to ABC, Inc.'s request for a Waiver of Interference relating to WNJB-DT currently before the FCC; and

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Commissioners of the Authority hereby rescind in its entirety the resolution adopted on June 29, 2006 relating to the relocation of WNJB-DT to 4 Times Square, New York, New York and all Authority staff are directed to immediately cease all activity related to implementing the June 29, 2006 resolution. The June 29, 2006 resolution is null and void and of no effect and is superseded by this resolution.

2. The Commissioners of the Authority authorize and delegate the Executive Director to file any and all applications any and all applications and documentation with the FCC to oppose the filing of ABC, Inc. with respect to ABC, Inc.'s request for a Waiver of Interference relating to WNJB-DT currently before the FCC and to perform any and all necessary actions and to execute any and all agreements or documents necessary in order to oppose the filing of ABC, Inc. with respect to ABC, Inc.'s request for a Waiver of Interference relating to WNJB-DT currently before the FCC.

3. This resolution shall take effect immediately in accordance with the Act.

A motion to approve the resolution was made by Robert Smartt and seconded by Ed Carman. The motion to approve the resolution was voted upon and approved unanimously.

Stephanie Hoopes Halpin thanked the staff for working through a difficult issue and coming up with the right decision. Dr. Fiske agreed and thanked the staff for everything that they do.

Robert Smartt wanted to add to the record that although there are financial considerations, there was a consultant report distributed to the NJPBA Board of Commissioners, which the NJPBA Board of Commissioners had not seen before, that called into serious question whether or not this was a sound

business deal that met its stated goals. Mr. Smartt noted that the tower move is not a good move at this time or possibly any time.

David Wald asked when the consultant's report was completed. Bill Schnorbus stated that he thought that it was completed in late October or early November 2008. Mr. Wald asked if there was any explanation for the report not being distributed to the Board of Commissioners until June 2009. Janice Selinger, Acting Chief Operating Officer, stated that the cover of the report states that it was completed in November 2008. Ms. Selinger stated that there is no answer to this question at this time. The staff will look into this question and report back at the next meeting.

VII. Search for a new Authority Executive Director

Kent Manahan, Acting Executive Director, reported that a candidate for the Acting Authority Executive Director has been identified and the process is still underway and it will be completed as soon as possible. At this point, the name of the candidate is not being publicly revealed. Dr. Fiske added that the Governor's Office has been pro-active in the search and extremely helpful in guiding the NJPBA in what the Board of Commissioners hopes will be a very good choice. All three candidates that were considered were extremely talented and qualified. Dr. Fiske said that he hopes this will be worked out within the next couple of weeks.

Kavin Mistry, Deputy Attorney General, stated that the Board needs to approve a resolution to appoint a Temporary Acting Executive Director. Pending getting a copy of the resolution the meeting proceeded.

VIII. Authority Financial Matters

Stephanie Hoopes-Halpin stated that there are no financial matters to report at this meeting.

Robert Smartt thanked Janice Selinger and Jeff Hamer for their hard work in providing financial figures. Mr. Smartt stated that more time is needed to finalize the annual budget and that the budget would be revisited at the next meeting.

Dr. Fiske asked if there was any chance that the Governor was going to allocate more funding for NJN in order to keep NJN afloat. Robert Smartt stated that the State budget was signed into law by the Governor yesterday and NJN was one of the few agencies that was basically held flat. Mr. Smartt stated that the Dept. of Treasury has been working with NJPBA staff and with the Board of Commissioners to provide for a balanced budget for 2010 and also to keep the Network afloat.

Dr. Fiske stated that there seems to be some uncertainty as to where the money is coming from and the Foundation is doing everything they can to help - however the "rainy day" fund is by and large depleted.

Dr. Fiske stated that he was grateful for how successful the Annual Gala was. It was the most successful in terms of the net amount of money raised in the history of NJN. Dr. Fiske stated that this was largely due to the efforts of Ronnie Weyl, Doug Eakley, and the entire Board of Trustees of the Foundation. The Foundation should be congratulated for everything they do for NJN.

Robert Smartt mentioned that the Foundation President, Kent Manahan, did an enormous amount of fundraising to make it a success. Dr. Fiske mentioned that Kent Manahan has been a life-line for the network. He congratulated Kent Manahan on all of her efforts – past and present – and said he couldn't have done it without her.

Dr. Fiske also acknowledged the great work of Stephanie Hoopes-Halpin, Scott Kobler, Andy Cummis, Janice Selinger, Ronnie Weyl, Robert Smartt and Bill Schnorbus.

Dr. Fiske asked Judy Goetz to read the Resolution Approving the Appointment of a Temporary Acting Executive Director.

RESOLUTION APPROVING THE APPOINTMENT OF A TEMPORARY ACTING EXECUTIVE DIRECTOR

WHEREAS, the New Jersey Public Broadcasting Authority (the "Authority") was created pursuant to the New Jersey Public Broadcasting Authority Act of 1968, L. 1968, c. 405, as amended (the "Act");

WHEREAS, pursuant to Section 5 of the Act, the Commissioners of the Authority appoint the Executive Director of the Authority, subject to the approval of the Governor of the State;

WHEREAS, on December 4, 2008, the Commissioners appointed Kent Manahan as Acting Executive Director of the Authority;

WHEREAS, on June 30, 2009, Ms. Manahan's term as Acting Executive Director will end;

WHEREAS, a new Acting Director for the Authority has not yet been appointed by the Commissioners of the Authority, subject to the approval of the Governor of the State;

WHEREAS, the By-Laws of the Authority does not provide guidance as who can serve in place of the Executive Director during the absence of the Executive Director;

WHEREAS, in the absence of clear guidance in the By-Laws and the desire to provide for the orderly continuation of the activities and functions of the Authority, the Commissioners of the Authority wish to provide for a Temporary Acting Executive Director to perform the duties of Acting Executive Director until such time as an Acting Executive Director is appointed by the Commissioners of the Authority;

WHEREAS, the Commissioners of the Authority wish to provide that Janice Selinger, Deputy Executive Director for Production and Acting Chief Operating Officer serve as Temporary Acting Executive Director during the absence of an Acting Executive Director until such time as an Acting Executive Director is appointed by the Commissioners of the Authority; and

NOW, THEREFORE, BE IT RESOLVED BY THE COMMISSIONERS OF THE NEW JERSEY PUBLIC BROADCASTING AUTHORITY AS FOLLOWS:

1. The Commissioners of the Authority hereby appoint Janice Selinger, Deputy Executive Director and Acting Chief Operating Officer to serve as Temporary Acting Executive Director until such time as an Acting Executive Director is appointed by the Commissioners of the Authority.

2. The Temporary Acting Executive Director shall have all of the powers and perform all the duties of Acting Executive Director until such time as an Acting Executive Director is appointed by the Commissioners of the Authority.

3. This resolution shall take effect immediately in accordance with the Act.

A motion to approve the resolution was made by Dr. Fiske and seconded by Andrea Cummis. The motion to approve the resolution was voted upon and approved unanimously.

Stephanie Hoopes Halpin mentioned that Janice Selinger has been wearing many hats and has done such a great job working with Kent Manahan and getting things on track. Ms Hoopes Halpin also stated that Ms. Selinger should know that she has the Board of Commissioner's full confidence going forward. Ms. Hoopes Halpin thanked Ms. Selinger for her time and dedication to NJN.

No Executive Session was necessary.

Stephanie Hoopes-Halpin, Kent Manahan and the Board thanked Dr. Steven Fiske for his work as Acting Chairman of the Board. Dr. Fiske stated that it was his honor to serve as Acting Chair of the NJPBA.

Kent Manahan proposed that the current Board Members as well as the two new members, Roger Bruce Jacobs of West Orange and Marshall Jones of North Brunswick, gather at NJN for an official swearing-in with family and friends.

Stephanie Hoopes Halpin reiterated the importance in the roll Kent Manahan has played in NJN. Ms. Hoopes Halpin stated that Ms. Manahan's work over these last several months has been outstanding, as she has stabilized the organization, refocused the network on New Jersey and most of all has reinfused everyone with her enthusiasm and her passion for NJN.

Kent Manahan stated her appreciation of the comments of Stephanie Hoopes Halpin and Dr. Steven Fiske. Ms. Manahan said that she was very grateful for the opportunity to be Acting Executive Director over the past seven months and working with Janice Selinger and Ronnie Weyl as well as the entire board. This is not a goodbye but the beginning of another chapter of her career at NJN by going on to the Board.

Robert Smartt, Kent Manahan and the Board recognized the work of Bill Schnorbus who would be leaving NJN on this day. Mr. Schnorbus quietly and competently guided the network through a time of tremendous technological change and for thirty-three years of a job well done.

Andrea Cummis asked about the process for bringing on the next Executive Director. Kevin Mistry, Deputy Attorney General stated that a resolution to appoint an Executive Director would need to be presented at a future board meeting for the purpose of approving the appointment of the next

Executive Director.

Dr. Fiske confirmed that the July 8th Board Meeting will not take place. He stated that unfortunately recently the meetings have been called out of necessity and that the Board of Commissioners have not had the luxury of having a long term schedule for meetings.

Dr. Fiske requested that the Nominating Committee propose a slate of officers for the next meeting.

Prior to the adjournment, Janice Selinger wanted to mention the hard work that Lynn Pennell and Beatrice Jones did pulling together a lot of detail on the budget. Dr. Fiske apologized for anyone he may have missed.

Adjournment

Ed Carman made a motion to adjourn the meeting. The motion was seconded by Stephanie Hoopes-Halpin. The motion carried unanimously.

